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(City/State/Zip/Phone #)

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☐ WAIT

☐ MAIL

(Business Entity Name)

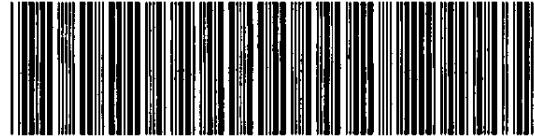
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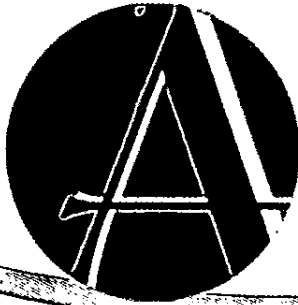
SECRET
TALAHASSEE, FLORIDA

2018 APR 30 P 3 50

FILED

MAY 01 2018

T. LEMMEUX



ADAMCZYK LAW FIRM, PLLC
REAL ESTATE, CONDO/HOA & BUSINESS LAW

April 24, 2018

Florida Department of State
Amendment Section
Division of Corporations
Attn: Tracy L. Lemieux
P.O. Box 6327
Tallahassee, FL 32314

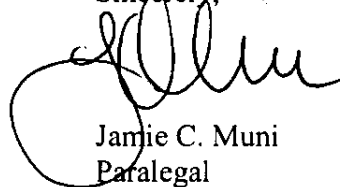
**Re: Amended and Restated Articles of Incorporation – Villas of Traditions at
Grey Oaks Homeowners Association, Inc.**

Dear Sir or Madame:

Pursuant to our call today, enclosed please find the Amended and Restated Articles of Incorporation only. We respectfully request you file the enclosed Amended and Restated Articles of Incorporation. You are already in possession of Check No. 2103, in the amount of \$43.75, which represents the filing fee and certified copy fee.

Also enclosed is a stamped, self-addressed envelope for return of the filed and certified documents. Please do not hesitate to contact me at (239) 631-6199 with any questions or concerns you may have.

Sincerely,



Jamie C. Muni
Paralegal

RECEIVED
18 APR 30 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 18, 2018

ADAMCZYK LAW FIRM, PLLC
5644 TAVILLA CIR STE 105
NAPLES, FL 34110

SUBJECT: VILLAS OF TRADITIONS AT GREY OAKS HOMEOWNERS
ASSOCIATION, INC.
Ref. Number: N12000002008

We have received your document for VILLAS OF TRADITIONS AT GREY OAKS HOMEOWNERS ASSOCIATION, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document needs to be title Articles of Amendment or Amended and Restated but not both.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Tracy L Lemieux
Regulatory Specialist II

Letter Number: 718A00007917

EXHIBIT "B"

FILED

NOTE: SUBSTANTIAL AMENDMENT OF ENTIRE ARTICLES OF INCORPORATION.
FOR PRESENT TEXT SEE EXISTING ARTICLES OF INCORPORATION

2018 APR 30 P 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF

VILLAS OF TRADITIONS AT GREY OAKS HOMEOWNERS ASSOCIATION, INC.

Pursuant to Section 617.1007, Florida Statutes, these Articles of Incorporation of Villas of Traditions at Grey Oaks Homeowners Association, Inc., a Florida corporation not for profit, which was originally incorporated under the same name on February 21, 2012, are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Section 671.1002, Florida Statutes, and there is no discrepancy between the corporation's Articles of Incorporation as heretofore amended and the provisions of these Amended and Restated Articles other than the inclusion of amendments, adopted pursuant to Section 617.1002, Florida Statutes, and the omission of matters of historical interest. Any defined terms in the First Amended and Restated Declaration of Covenants, Conditions and Restrictions for Villas of Traditions at Grey Oaks shall have the same meaning in these Articles. The First Amended and Restated Articles of Incorporation of Villas of Traditions at Grey Oaks Homeowners Association, Inc., shall henceforth be as follows:

ARTICLE I

NAME: The name of the corporation is Villas of Traditions at Grey Oaks Homeowners Association, Inc., sometimes hereinafter referred to as the "Association", which is a homeowner's association governed by Chapter 720, Florida Statutes, as the same is amended from time to time.

ARTICLE II

PRINCIPAL OFFICE: The principal office of the corporation shall be c/o Sentry Management, 2180 West SR 434, Suite 5000, Longwood, Florida 32779, or such other office as designated by the Board.

ARTICLE III

PURPOSE AND POWERS: This Association will not permit pecuniary gain or profit nor distribution of its income to its members, officers or Directors. It is a nonprofit corporation formed for the purpose of establishing a corporate residential community homeowners' association which, subject to the Villas of Traditions at Grey Oaks Declaration of Covenants, Conditions and Restrictions originally recorded in the Public Records of Collier County, Florida,

ARTICLES OF INCORPORATION

PAGE 1

at O.R. Book 4772 at Page 1841 et seq., and as amended and restated of even date herewith, has the powers described herein. The Association shall have all of the common law and statutory powers of a Florida corporation not for profit consistent with these Articles, the Bylaws of the corporation, and with said Declaration and shall have all of the powers and authority reasonably necessary or appropriate for the operation and regulation of a residential community, subject to said recorded Declaration, as it may from time to time be amended, including but not limited to the power:

- (A) to fix, levy, collect and enforce payment by any lawful means all charges, assessments, or liens pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the corporation, including all license fees, taxes or governmental charges levied or imposed against the property or the corporation;
- (B) to make, amend and enforce reasonable rules and regulations governing the use of the, Lots, Homes, Association Property, and the operation of the Association;
- (C) to sue and be sued, and to enforce the provisions of the Declaration, the Articles, the Bylaws and the reasonable rules of the Association;
- (D) to contract for the management and maintenance of the Association Property and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Association;
- (E) to employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Property;
- (F) to dedicate, sell or transfer all or any part of the Common Areas to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication, sale or transfer shall be effective unless first approved by two-thirds (2/3rds) of the voting interests, present and voting, in person or by proxy at a duly called meeting of the membership.
- (G) to borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts;
- (H) to maintain, repair, replace and provide insurance for the Association Property;
- (I) to acquire, (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, or otherwise dispose of real or personal property in connection with the affairs of the corporation; and

(J) to exercise any and all powers, rights and privileges which a corporation organized under Chapters 617 and 720 of Florida Statutes may now or hereafter have or exercise; subject always to the Declaration as amended from time to time.

All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Declaration, these Articles of Incorporation and the Bylaws.

ARTICLE IV

MEMBERSHIP AND VOTING RIGHTS: Membership and Voting Rights shall be as set forth in the Bylaws of the Association.

ARTICLE V

TERM; DISSOLUTION: The term of the Association shall be perpetual. The Association may be dissolved with the consent given in writing and signed by not less than two-thirds (2/3rds) of total voting interests of the Association. Upon dissolution of the Association, other than incident to a merger or consolidation, its assets, both real and personal, shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was formed. In the event there is a refusal to accept such dedication, then such assets shall be granted, conveyed amend assigned to any non-profit corporation, association, trust or other organization which is devoted to purposes similar to those of this Association.

ARTICLE VI

BYLAWS: The Bylaws of the Association may be altered, amended or rescinded in the manner provided therein.

ARTICLE VII

AMENDMENTS: Amendments to these Articles shall be proposed and adopted in the following manner:

(A) Proposal. Amendments to these Articles shall be proposed by a majority of the Board or upon petition of one-fourth (1/4th) of the voting interests, and shall be submitted to a vote of the members not later than the next annual meeting.

(B) Vote Required: Except as otherwise required by Florida law or as provided elsewhere in these Articles, these Articles of Incorporation may be amended if the proposed amendment is approved by the affirmative vote of at least two-thirds (2/3) of the voting interests present and voting, in person or by proxy, at a duly called meeting of the members of the Association.

(C) Effective Date: An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Collier County, Florida with the same formalities as are required in the Declaration for recording amendments to the Declaration.

ARTICLE VIII

DIRECTORS AND OFFICERS:

(A) The affairs of the Association will be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws. Directors must be members of the Association, or the parent, child, or spouse of a member.

(B) Directors of the Association shall be elected by the members and shall serve in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

(C) The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board.

ARTICLE IX

INDEMNIFICATION:

To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every officer of the Association against all expenses and liabilities including attorney fees, actually and reasonably incurred by or imposed on him or her in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he or she may be a party because of his or her being or having been a director or officer of the Association. The foregoing right of indemnification shall not apply to:

(A) Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgment in its favor.

(B) A violation of criminal law, unless the Director or officer had no reasonable cause to believe his or her action was unlawful.

(C) A transaction from which the Director or officer derived an improper personal benefit.

(D) Wrongful conduct by Directors or officers, in a proceeding brought by or on behalf of the Association.


In the event of a settlement, the right to indemnification shall not apply unless a majority of the disinterested Directors vote that the settlement is in the best interest of the Association. The foregoing rights of indemnification shall be in addition to, and not exclusive of all other rights to which a Director or officer may be entitled.

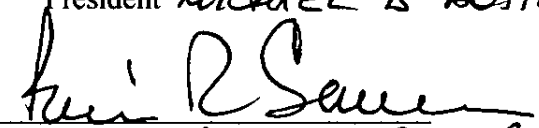
ARTICLE X

REGISTERED OFFICE AND REGISTERED AGENT:

The street address of the registered office of the Association is 5644 Tavilla Circle, Suite 105, Naples, Florida 34110, and the registered agent of the Association at that address shall be Mark E. Adamczyk, Esq., or such other registered agent as designated by the Board.

IN WITNESS WHEREOF, the Association has hereunto affixed its signature, this 5th day of APRIL, 2018.



President MICHAEL D. ROSTE


Secretary PETER R. SEMERE

The undersigned hereby accepts the designation of Registered Agent as set forth in Article X of these Articles of Incorporation, and acknowledges that he is familiar with and accepts the obligations imposed upon registered agents under the Florida Not For Profit Corporation Act.

